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November 13, 2015

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### VIA ECF

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The Honorable Analisa Torres  
United States District Judge  
Southern District of New York  
500 Pearl Street  
New York, NY 10007

**Re: *Marathon Asset Management, LP v. Wilmington Trust, N.A.*, Case No.  
1:15-cv-04727 (AT)(AJP)**

Dear Judge Torres:

We represent Angelo Gordon & Co., LP, Apollo Advisors VII, L.P., and Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. (collectively, the "Intervenor Defendants"). On behalf of the Intervenor Defendants and plaintiff Marathon Asset Management, LP ("Marathon"), we respectfully submit this letter to notify the Court that the parties have entered into a stipulation, attached as Exhibit A, that would result in Marathon's voluntary dismissal of this action if certain conditions are satisfied by a deadline. The stipulation, which United States Bankruptcy Judge Christopher S. Sontchi approved on November 10, 2015, provides in paragraph 2 that Marathon will voluntarily dismiss this action and file a substitute complaint in Delaware Bankruptcy Court if TCEH files an amended plan of reorganization containing certain agreed provisions by November 13, 2015 (the parties have agreed to extend that deadline to November 20, 2015).

The parties therefore respectfully request that the Court refrain from ruling on Marathon's motion to remand (Dkt. 14) and the Intervenor Defendants' motion to transfer venue to the Delaware Bankruptcy Court (Dkt. 28) at this time. The parties expect that the stipulated conditions to Marathon's voluntary dismissal of this action will occur no later than the November 20, 2015 deadline under the stipulation. In the event the stipulated condition to Marathon's voluntary dismissal of this action is not satisfied by the deadline, the parties would notify the Court about the status of the motions at that time.

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Hon. Analisa Torres, November 13, 2015 - Page 2

Thank you for the Court's consideration of this request.

Respectfully,

/s/ Jonathan Rosenberg

Jonathan Rosenberg

Attachment

cc (via ECF and email):

George W. Shuster  
Mark D. Kotwick

GRANTED. By **November 20, 2015**, Plaintiff shall file its voluntary dismissal or submit a letter on the status of these proceedings.

SO ORDERED.

Dated: November 16, 2015  
New York, New York



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ANALISA TORRES  
United States District Judge